

STATE OF ILLINOIS
SECRETARY OF STATE
SECURITIES DEPARTMENT

IN THE MATTER OF: A & R HOLDINGS & TRUST,
its officers, agents, affiliates, employees, successors
and assigns; and AARON RILEY

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) FILE NO. C0200863
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TEMPORARY ORDER OF PROHIBITION

TO RESPONDENTS: A & R Holdings & Trust
 1420 S. 16th Avenue
 Maywood, Illinois 60153

 Aaron Riley
 1420 S. 16th Avenue
 Maywood, Illinois 60153

On information and belief, I, Jesse White, Secretary of State for the State of Illinois, through my designated representative, who has been fully advised in the premises by the staff of the Securities Department, Office of the Secretary of State, herein find.

1. A & R Holdings & Trust ("A & R" or collectively with Riley, "Respondents") is an entity with a last known business address of 1420 S. 16th Avenue, Maywood, Illinois, 60153.
2. Aaron Riley ("Riley" or collectively with A & R, "Respondents") is an individual whose last known address is 1420 S. 16th Avenue, Maywood, Illinois, 60153. Respondent Riley is the Managing Agent for A & R.
3. Minnie Lang ("Lang") is a resident of Illinois.
4. Early in April, 1999, Lang was invited by a friend to attend an investment seminar ("Seminar 1") given by Respondents at a local Holiday Inn.

5. At Seminar 1, Respondents promoted an investment opportunity of GulfStream Building System, Inc. ("Gulfstream") which they said would provide a return 3 times the initial investment when it went public
6. On or about April 12, 1999, at Seminar 1, Respondents sold Lang 1500 shares of GulfStream for \$1500. Respondent Riley instructed Lang to make the check payable to "A & R Holdings & Trust," an account which Riley controlled. Respondents gave Lang a "Purchase Agreement with A & R Holdings & Trust for Gulfstream Building System, Inc. Stocks," which confirmed her investment and promised Lang that the certificates for her investment would be mailed to her in 2 to 3 weeks.
7. In early May, 1999, Lang attended another investment seminar ("Seminar 2"), given by Respondents at the same location
8. At Seminar 2, Respondents promoted an investment opportunity in Global Factoring Services Limited ("Global") which they said would provide a return 3 times the amount of the investment when Global went public.
9. On or about May 8, 1999, at Seminar 2, Respondent sold Lang 1000 shares in Global for \$2190. Respondent Riley instructed Lang to make the check payable to "A & R Holdings & Trust," an account which he controlled. Respondents gave Lang a "Purchase Agreement with A & R Holdings & Trust for Global Factoring Services Limited for the BBT Product Stock" which confirmed her investment and promised Lang that the certificates for her investment would be mailed to her in 2 to 3 weeks "after stock opens on the market".
10. Shortly after her investment in Global, Lang received her certificate of shares in Global.
11. About one year after Lang's investment in Global, and numerous attempts by Lang to contact Respondents because of the lack of any return and lack of documentation, Respondent Riley finally called Lang. During this conversation, Respondent Riley gave Lang the choice to keep her investment in Global or he would return her original investment to her. Lang requested the return of her investment in Global.
12. On or about February 21, 2001, Respondents gave Lang a refund check for her \$2190 investment in Global.

- 13 To date, and after many requests by Lang, Respondents have failed and refused to provide certificates, statements and status reports for her investment in Gulfstream.
14. That the above-referenced shares of GulfStream and Global are securities as that term is defined in Section 2.1 of the Act.
- 15 That Section 5 of the Act, as amended, provides, inter alia, that all securities except those exempt under Section 3 or those offered or sold in transactions exempt under Section 4 shall be registered either by coordination or by qualification prior to their offer or sale in this State
- 16 That the securities discussed in paragraphs 5-13 above, were not registered pursuant to Section 5 of the Act prior to their offer or sale in the State of Illinois.
17. That Section 12.A of the Act provides, inter alia, that it shall be a violation of the Act for any person to offer or sell any security except in accordance with the provisions of the Act.
18. That at all times relevant hereto, Respondent failed to file an application for registration of the above referenced securities with the Secretary of State.
- 19 That Section 12.D of the Act provides, inter alia, that it shall be a violation of the Act for any person to fail to file with the Secretary of State any report or document required under the provisions of the Act or the rules thereunder
- 20 By virtue of the foregoing, Respondent has violated Sections 12.A and 12.D of the Act, and Respondent will violate Section 12 A of the Act again if it makes further offers, or if it makes any sales, of the investment opportunity described above in the State of Illinois.
21. The aforementioned findings are based upon credible evidence.
22. That section 11.F(2) of the Act provides, inter alia, that the Secretary of State may temporarily suspend or prohibit, for a maximum period of ninety (90) days, the offer or sale of securities by any person, if the Secretary of State in his opinion, based upon credible evidence deems it necessary to prevent an imminent violation of the Act or to prevent losses to investors which the Secretary of State reasonably believes will occur as a result of a prior violation of the Act.

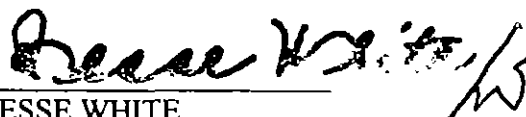
- 23 That the Secretary of State hereby deems it necessary to temporarily PROHIBIT the offer or sales of securities by Respondents in the State of Illinois in order to prevent an imminent violation of Sections 12 A and 12.D of the Act.
24. The entry of this Temporary Order is in the public interest and consistent with the purposes intended by the provisions of the Act.

NOW THEREFORE IT IS HEREBY ORDERED THAT: pursuant to the authority granted by Section 11.F of the Act, Respondents A & R Holdings & Trust and Aaron Riley are PROHIBITED from offering or selling securities in or from this State until further Order of the Secretary of State.

NOTICE is hereby given that Respondent may request a hearing on this matter by transmitting such request in writing to Tanya Solov, Director, Illinois Securities Department, 69 West Washington Street, Suite 1220, Chicago, Illinois 60602. Such request must be made within thirty (30) calendar days of the date of entry of the Temporary Order of Prohibition. Upon receipt of a request for hearing, a hearing will be scheduled as soon as reasonably practicable. A request for hearing will not stop the effectiveness of this Temporary Order and will extend the effectiveness of this Temporary Order for sixty days from the date the hearing request is received by the Department.

FAILURE BY ANY RESPONDENT TO REQUEST A HEARING WITHIN THIRTY (30) CALENDAR DAYS AFTER ENTRY OF THIS TEMPORARY ORDER OF PROHIBITION SHALL CONSTITUTE AN ADMISSION OF ANY FACTS ALLEGED HEREIN AND SHALL CONSTITUTE SUFFICIENT BASIS TO MAKE THIS TEMPORARY ORDER OF PROHIBITION FINAL.

ENTERED: This 12th day of March, 2003.


JESSE WHITE
Secretary of State
State of Illinois

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